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AMENDMENTS TO THE CLAIMS:

Please amend the claims as follows. This listing of claims will replace all prior listings.

1. (Currently Amended) An axle assembly comprising:
 - a first axle shaft defined substantially along a first axis of rotation;
 - a second axle shaft defined substantially along said first axis of rotation;
 - at least one electric motor defined substantially along a second axis of rotation transverse to said first axis of rotation, said at least one electric motor for driving both said first and said second axle shafts;
 - a first stage gear reduction driven by said at least one electric motor, said first stage gear reduction including a drive gear driven about said second axis of rotation by said at least one electric motor and a driven gear driven by said drive gear;
 - ~~said a~~ second stage gear reduction driven by said first stage gear reduction, said second stage gear reduction including a pinion gear driven by said driven gear and a ring gear driven about said first axis of rotation by said pinion gear, said first axle shaft extending through said ring gear; and
 - a differential driven by said second stage gear reduction, said first axle shaft and said second axle shaft driven by said differential.
2. (Previously Presented) The axle assembly as recited in claim 1, wherein said at least one electric motor comprises a first electric motor defined substantially along said second axis of rotation and a second electric motor defined substantially along a third axis of rotation transverse to said first axis of rotation wherein said first and said second electric motors simultaneously drive said driven gear.
3. (Cancelled)

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4. (Previously Presented) The axle assembly as recited in claim 1, wherein said driven gear and said pinion gear are coaxial.
- 5-7. (Cancelled)
8. (Currently Amended) The axle assembly as recited in claim 1, wherein said ring gear is ~~coaxial with said first axis of rotation~~ second axis of rotation is perpendicular to said first axis of rotation.
9. (Previously Presented) The axle assembly as recited in claim 1, including a third stage gear reduction driven by said ring gear and coupled to said differential.
10. (Cancelled)
11. (Previously Presented) The axle assembly as recited in claim 9, wherein said third stage gear reduction comprises a two-speed module including an input directly coupled to said ring gear.
12. (Previously Presented) The axle assembly as recited in claim 11, wherein said differential is substantially contained within said two-speed module.
13. (Currently Amended) An axle assembly comprising:
 - a first axle shaft defined substantially along a first axis of rotation;
 - a second axle shaft defined substantially along said first axis of rotation;
 - a first electric motor defined substantially along a second axis of rotation transverse to said first axis of rotation for driving both said first and said second axle shafts;

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a second electric motor defined substantially along a third axis of rotation transverse to said first axis of rotation for driving both said first and said second axle shafts;

a first stage gear reduction driven by said first and second electric motors, said first stage gear reduction including a first drive gear driven about said second axis of rotation by said first electric motor and a second drive gear driven about said third axis of rotation by said second electric motor, said first drive gear and said second drive gear ~~drive-driving a single driven gear and a pinion gear of said second stage gear reduction;~~

a second stage gear reduction driven by said first stage gear reduction, said second stage gear reduction including ~~a pinion gear driven by said driven gear and~~ a ring gear driven by said pinion gear, said first axle shaft extending through said ring gear; and

a differential driven by said second stage gear reduction, said first axle shaft and said second axle shaft ~~driven through by~~ said differential.

14. (Currently Amended) The axle assembly as recited in claim 13, wherein ~~said first stage gear reduction comprises a first drive gear comprises a first single gear driven by said first electric motor, and a said second drive gear comprises a second single gear driven by said second electric motor, and said driven gear comprises a third single gear driven by both said first and second drive single gears drive said single gear.~~

15. (Cancelled)

16. (Currently Amended) The axle assembly as recited in claim 13, wherein said ring gear is coaxial with said first axis of rotation.

17. (Previously Presented) The axle assembly as recited in claim 16, wherein said ring gear drives said differential.

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18. (Currently Amended) The axle assembly as recited in claim 4, wherein said driven gear comprises a single gear that drives said pinion gear about a ~~third~~ axis of rotation generally parallel to said second axis of rotation.

19. (Previously Presented) The axle assembly as recited in claim 2, wherein said drive gear comprises a first drive gear that is driven by said first electric motor about said second axis of rotation and including a second drive gear driven by said second electric motor about said third axis of rotation wherein said first and said second drive gears are in direct meshing engagement with said driven gear.

20. (Previously Presented) The axle assembly as recited in claim 2, wherein said driven gear comprises a single driven gear coupled to said pinion gear such that said single driven gear and said pinion gear rotate about a fourth axis of rotation generally parallel to said second and third axes of rotation.

21. (Currently Amended) The axle assembly as recited in claim 1, wherein said first axle shaft, said second axle shaft and said ring gear are coaxial and with said driven gear directly driving said pinion gear, said pinion gear directly driving said ring gear, and said ring gear directly driving said differential.

22. (Previously Presented) The axle assembly as recited in claim 1, wherein said first axle shaft and said second axle shaft are each contained within a respective axle housing, said first and second axle shafts respectively operable to drive a wheel assembly

23. (Currently Amended) The axle assembly as recited in claim 13, wherein said ~~single driven~~ gear and said pinion gear are mounted along a common axis of rotation generally parallel to said second axis of rotation and said third axis of rotation.

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24. (Currently Amended) The axle assembly as recited in claim 13, wherein said ~~single driven~~ gear and said pinion gear are mounted along a common axis of rotation transverse to said first axis of rotation.

25. (Currently Amended) The axle assembly as recited in claim 13, wherein said pinion gear is ~~directly~~ mounted to said ~~single driven~~ gear for rotation therewith.

26. (Currently Amended) The axle assembly as recited in claim 13, wherein ~~said first axis of rotation, said second axis of rotation and said third axis of rotation are contained within a common plane both intersect said first axis of rotation.~~

27. (Currently Amended) A drive system for a multi-axle vehicle comprising:
a frame which includes a pair of main longitudinal members;
a first axle shaft defined substantially along a first axis of rotation transverse to said pair of main longitudinal members;

an electric motor defined substantially along a second axis of rotation ~~extending along a direction having at least a component extending parallel to said pair of main longitudinal members and transverse to said first axis of rotation, said first axis of rotation and said second axis of rotation contained within a common plane;~~

a drive gear driven by said electric motor about said second axis of rotation;

a first stage gear reduction including a drive gear driven by said drive gear electric motor; ~~said first stage gear reduction including and a single driven gear which mounts supports a pinion gear of said a second stage gear reduction, said single driven gear and said pinion gear mounted along a common axis of rotation generally parallel to said second axis of rotation; and~~

~~a said second stage gear reduction being driven by said first stage gear reduction; said second stage gear reduction and including a ring gear driven about said first axis of rotation by~~

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said pinion gear, said first axle shaft extending through said ring gear and driven by said second stage gear reduction.

28. (Currently Amended) The drive system as recited in claim 27, further comprising a differential driven by said second stage gear reduction, said first axle shaft driven by said third stage gear reduction ~~and differential~~.

29. (Currently Amended) The drive system as recited in claim 28, wherein said ring gear drives said third stage gear reduction ~~and differential~~.